

**THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA

Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO HIGHWAYS AND TRANSPORTATION
AUTHORITY,

Debtors.

PROMESA

Title III

No. 17 BK 3567-LTS

AMERINATIONAL COMMUNITY SERVICES LLC, as
Servicer for the GDB Debt Recovery Authority and CANTOR-
KATZ COLLATERAL MONITOR LLC,

Plaintiffs,

Adv. Pro. No. 21-00068-LTS

v.

AMBAC ASSURANCE CORPORATION, ASSURED
GUARANTY CORP., ASSURED GUARANTY MUNICIPAL
CORP., FINANCIAL GUARANTY INSURANCE COMPANY,
NATIONAL PUBLIC FINANCE GUARANTEE

¹ The Debtors in these Title III cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's Federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico ("Commonwealth") (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 04780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

CORPORATION, PEAJE INVESTMENTS LLC, and THE
BANK OF NEW YORK MELLON as Fiscal Agent,

Defendants.

**URGENT UNOPPOSED MOTION OF THE MOVING DEFENDANTS FOR
LEAVE TO EXCEED PAGE LIMIT WITH RESPECT TO
MOTION TO DISMISS PLAINTIFFS' COMPLAINT**

To the Honorable United States District Judge Laura Taylor Swain:

The Moving Defendants² hereby file this urgent motion (the “**Urgent Motion**”) requesting entry of an order, substantially in the form attached hereto as **Exhibit A**, allowing the Bondholder Defendants to file a single joint and consolidated motion to dismiss brief of **no more than fifty (50) pages**, in excess of the thirty five (35) page limit set forth in the *Fifteenth Amended Notice, Case Management and Administrative Procedures* (ECF No. 17127-1 in Case No. 17-3283, the “**Case Management Procedures**”). In support of this Urgent Motion, the Moving Defendants respectfully state as follows:

JURISDICTION AND VENUE

1. The United States District Court for the District of Puerto Rico has subject-matter jurisdiction over this matter pursuant to Section 306(a) of PROMESA.
2. Venue is proper pursuant to Section 307(a) of PROMESA.

² “**Moving Defendants**” means Assured Guaranty Corp. (“**AGC**”), Assured Guaranty Municipal Corp. (f/k/a Financial Security Assurance Inc.) (together with AGC, “**Assured**”), National Public Finance Guarantee Corp. (“**National**”), Ambac Assurance Corporation (“**Ambac**”), Financial Guaranty Insurance Company (“**FGIC**”), The Bank of New York Mellon (“**BNYM**”), as Fiscal Agent, and Peaje Investments LLC (“**Peaje**”). “**Plaintiffs**” or “**DRA Parties**” refers to AmeriNational Community Services LLC and Cantor-Katz Collateral Monitor. “**HTA**” means the Puerto Rico Highway and Transportation Authority and the “**Commonwealth**” means the Commonwealth of Puerto Rico. Capitalized terms used herein but not otherwise defined shall have the meanings given to them in the Complaint.

BACKGROUND

3. On June 26, 2021, the DRA Parties filed their complaint (the “**Complaint**”) in this adversary proceeding. (ECF No. 1).

4. On July 27, 2021, this Court issued the *Order on Joint Status Report* (the “**Scheduling Order**”) directing the Moving Defendants “to answer or move with respect to the Complaint” by August 26, 2021. (ECF No. 25).

5. In accordance with the Scheduling Order, on or before August 26, 2021, the Moving Defendants intend to file a motion to dismiss the Complaint.

BASIS FOR RELIEF REQUESTED

6. The Moving Defendants respectfully request that they be allowed to exceed the thirty-five (35) page limit set forth in Section I.E of the Case Management Procedures for motions and instead be allowed to file one joint motion to dismiss of no more than fifty (50) pages, exclusive of the cover page, tables of contents and authorities, signature pages, exhibits, certificate of service, and other required certifications.

7. The Moving Defendants are working cooperatively and efficiently to submit a joint memorandum supporting the anticipated motion to dismiss. The Moving Defendants respectfully submit that, to adequately address all claims made in the Complaint in one joint memorandum they will require more than the thirty-five (35) pages permitted in the Case Management Procedures. The joint memorandum of law will include arguments from up to seven Defendants. The Moving Defendants need additional pages to ensure they can include in one memorandum of law all of the arguments that each Moving Defendant intends to raise.

8. Had the Moving Defendants filed individual motions to dismiss, they would each be entitled to thirty-five (35) pages as permitted under the Case Management Procedures for a total

of as many as two-hundred and forty-five (245) pages. By endeavoring to synthesize their briefing into one consolidated motion to dismiss, the Moving Defendants will be able to substantially reduce the total amount of briefing before this Court and promote judicial economy and efficiency.

9. The Moving Defendants further submit that, given the overall importance of this proceeding, it is critical and necessary that the Court be fully briefed on all issues to be included in the Motion to Dismiss. Thus, the requested extension—which amounts to substantially fewer pages than the Moving Defendants would be entitled to if they each filed separate motions to dismiss—is crucial to ensure that the Court is fully briefed on all issues.

10. Accordingly, the Moving Defendants respectfully request authorization to file a joint motion to dismiss of no more than fifty (50) pages, exclusive of the cover page, tables of contents and authorities, signature page, exhibits, certificate of service, and other required certifications. The Moving Defendants submit that this request is reasonable and appropriate in light of the circumstances described above.

NOTICE

11. Notice of this Urgent Motion has been provided to the following entities, or their counsel, if known: (i) the U.S. Trustee; (ii) the Office of the U.S. Attorney for the District of Puerto Rico; (iii) AAFAF; (iv) FOMB; (v) the Committee; (vi) the Official Committee of Retired Employees of the Commonwealth of Puerto Rico; (vii) the insurers of the bonds issued or guaranteed by the Debtors; (viii) certain *ad hoc* groups of holders of bonds issued or guaranteed by the Debtors; and (ix) all parties that have filed a notice of appearance in the above-captioned Title III cases.

CERTIFICATION

12. In accordance with Section I.H. of the Case Management Procedures, the undersigned counsel certify that they have carefully examined the matter and concluded that there is a true need for the Urgent Motion; have not created the urgency through any lack of due diligence; and have made reasonable, good-faith efforts to resolve the issues that are being brought to the Court with counsel for FOMB, AAFAF, and the DRA Parties. FOMB, AAFAF, and the DRA Parties indicated that they did not object to the relief requested in this Urgent Motion.

NO PRIOR REQUEST

13. No prior request for the relief requested herein has been made by the Moving Defendants to this or to any other court.

WHEREFORE, the Moving Defendants respectfully request that this Court enter an order substantially in the form attached hereto as **Exhibit A** granting the relief requested herein and granting such other relief as this Court deems just and proper.

Dated: August 20, 2021
New York, New York

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CERTIFICATE OF SERVICE

I hereby certify that I filed this document electronically with the Clerk of the Court using the CM/ECF System, which will send notification of such filing to all parties of record in the captioned case.

At New York, New York, the 20th day of August, 2021.

By: /s/ Howard R. Hawkins, Jr.
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